

RECORDATION NO.

25618-A

FILED

JUN 08 '05

3-37 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

June 8, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Rider No. 2

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of June 6, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor: Infinity Rail, LLC
c/o Infinity Asset Management, LLC (as
Manager)
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

Lessee: AMG Resources Corporation
4100 Grand Avenue
Pittsburgh, Pennsylvania 15225

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

15 mill gondolas: AMGX 2501 - AMGX 2516 (excluding AMGX 2515).

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Lease Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("Lessor"), as lessor, has leased to AMG Resources Corporation ("Lessee"), as lessee, the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease." "Lease Agreement" means Rider No. 2 executed by the lessor as of 12/1/04 and by the lessee as of 11/30/04 (which incorporates the provisions of the Master Lease Agreement dated as of November 3, 2004), between Infinity Rail, LLC, as lessor, and AMG Resources Corporation, as lessee.

2. The addresses of the parties are as follows:

Infinity Rail, LLC (Lessor)
c/o Infinity Asset Management, LLC as Manager
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

AMG Resources Corporation (Lessee)
4100 Grand Avenue
Pittsburg, Pennsylvania 15225

3. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

4. The parties intend the Lease and the transactions contemplated thereby to create a true lease. If it should nonetheless be determined that the transaction is a sale, then Lessee shall be deemed to have granted Lessor a security interest in the Cars (to secure the full payment and performance of all of Lessee's obligations under the Lease), and Lessor shall be entitled to all rights and remedies of a secured party under all applicable laws.

5. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of
June 8, 2005.

INFINITY RAIL, LLC

By Infinity Asset Management, LLC as Manager

By: 

Jeffrey F. Edelman, Vice President

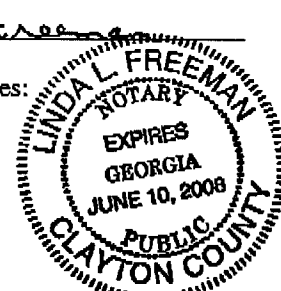
Fulton County, Georgia

On June 8, 2005, before me personally appeared Jeffrey F. Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Linda L. Freeman
Notary Public

My commission expires:

[NOTARIAL SEAL]



[Execution continued on next page; remainder of this page intentionally left blank]

AMG RESOURCES CORPORATION

By: Ronald R Zorn
Name: Ronald R Zorn
Title: Secy

State of Pennsylvania, County of Allegheny

On June 6, 2005, before me personally appeared Ronald R Zorn, to me personally known, who being by me duly sworn says that he is Secretary of AMG Resources Corporation, and that he executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Camille I. Connors

Notary Public

My commission expires:

[NOTARIAL SEAL]

Notarial Seal
Camille I. Connors, Notary Public
Neville Twp., Allegheny County
My Commission Expires July 22, 2008
Member, Pennsylvania Association Of Notaries

Description of Railcars

Description of Cars:

52' 6" 100-ton 5' sides mill gondolas

Quantity:

fifteen (15)

Reporting marks and numbers:

AMGX 2501-2516 (inclusive)

but excludes 2515

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/8/05



Robert W. Alvord